

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

Ocean Trails CLO VII; Boston Patriot Milk St LLC; 400 Capital Credit Opportunities Master Fund Ltd.; 400 Capital TX COF I LP; Harbor Point 2019-1 Ltd.; AIC COP Facility 2, LLC; AIC Investments (LHR), Ltd.; BlueMountain CLO 2014-2 Ltd.; BlueMountain CLO 2015-3 Ltd.; BlueMountain CLO 2015-4 Ltd.; BlueMountain CLO 2016-2 Ltd.; Blue-Mountain CLO 2016-3 Ltd.; BlueMountain CLO 2018-1 Ltd.; BlueMountain CLO 2018-2 Ltd.; BlueMountain CLO 2018-3 Ltd.; BlueMountain CLO XXII Ltd.; Blue-Mountain CLO XXIII Ltd.; BlueMountain CLO XXIV Ltd.; BlueMountain CLO XXIX Ltd.; BlueMountain CLO XXV Ltd.; BlueMountain CLO XXVI Ltd.; Blue-Mountain CLO XXVIII Ltd.; BlueMountain CLO XXX Ltd.; BlueMountain CLO XXXI Ltd.; BlueMountain CLO XXXII Ltd.; BlueMountain CLO XXXIII Ltd.; Blue-Mountain CLO XXXIV Ltd.; BlueMountain CLO XXXV Ltd.; BlueMountain CLO 2013-2 Ltd.; BlueMountain Fuji US CLO I Ltd.; BlueMountain Fuji US CLO II Ltd.; BlueMountain Fuji US CLO III Ltd.; ACM ASOF VIII Secondary-C LP; Halcyon Loan Advisors Funding 2015-1 Ltd.; Halcyon Loan Advisors Funding 2015-2 Ltd.; Halcyon Loan Advisors Funding 2015-3 Ltd.; SEI Institutional Investments Trust - High Yield Bond Fund; SEI Institutional Managed Trust - High Yield Bond Fund; U.S. High Yield Bond Fund; DoubleLine Income Solutions Fund; DoubleLine Opportunistic Credit Fund; Ellington CLO I, Ltd., Ellington CLO II, Ltd.; Ellington CLO III, Ltd.; Ellington CLO IV, Ltd.; Blair Funding LLC; Mariner Atlantic Multi-Strategy Master Fund, Ltd.; Venture 18 CLO Ltd.; Venture 19 CLO Ltd.; Venture 22 CLO Ltd.; Venture 24 CLO Ltd.; Venture 27 CLO Ltd.; Venture 28A CLO Ltd.; Venture 29 CLO Ltd.;

Case No: 23-cv-5443 (NRB)

**AMENDED NOTICE
OF REMOVAL¹**

[Case No. 651327/2023 in the
Supreme Court of the State of New
York, County of New York]

¹ The sole correction is to remove Anchorage Capital Group, LLC; Apollo Global Management Ltd.; Invesco Ltd.; Nuveen Asset Management, LLC; Octagon Credit Investors, LLC; PGIM, Inc.; and Sound Point Capital Management, LP from the caption of the case, as they are no longer parties to the above-captioned action.

Venture 30 CLO Ltd.; Venture 31 CLO Ltd.;
 Venture 34 CLO Ltd.; Venture 36 CLO Ltd.;
 Venture 37 CLO Ltd.; Venture 38 CLO Ltd.;
 Venture 41 CLO Ltd.; Nassau 2018-I Ltd.; Nassau
 2018-II Ltd.; Nassau 2019-I Ltd.; Palmer Square
 BDC Funding I LLC; Palmer Square CLO 2014-1,
 Ltd.; Palmer Square CLO 2015-1, Ltd.; Palmer
 Square CLO 2015-2, Ltd.; Palmer Square CLO
 2018-1, Ltd.; Palmer Square CLO 2018-2, Ltd.;
 Palmer Square CLO 2018-3, Ltd.; Palmer Square
 CLO 2019-1, Ltd.; Saranac CLO III Ltd.; Saranac
 CLO VI Ltd.; Saranac CLO VII Ltd.; Steele Creek
 CLO 2014-1R, Ltd.; Steele Creek CLO 2016-1
 Ltd.; Steele Creek CLO 2017-1 Ltd.; Steele Creek
 CLO 2018-1 Ltd.; Steele Creek CLO 2018-2 Ltd.;
 Steele Creek CLO 2019-1 Ltd.; Steele Creek CLO
 2019-2 Ltd.; Steele Creek Loan Funding I, LP;
 Wellfleet CLO 2016-1, Ltd.; Wellfleet CLO 2016-
 2, Ltd.; Wellfleet CLO 2017-1, Ltd.; Wellfleet
 CLO 2017-2, Ltd.; Wellfleet CLO 2017-3, Ltd.;
 Wellfleet CLO 2018-1, Ltd.; Wellfleet CLO 2018-
 2, Ltd.; Wellfleet CLO 2018-3, Ltd.; Wellfleet
 CLO 2019-1, Ltd.; Wellfleet CLO 2020-1, Ltd.;
 Wellfleet CLO 2020-2, Ltd.; Wellfleet CLO 2021-
 1, Ltd.; Wellfleet CLO X, Ltd.,

Plaintiffs,

v.

MLN TopCo Ltd.; Mitel Networks (International)
 Ltd. (f/k/a MLN UK HoldCo Ltd.); MLN US
 TopCo Inc.; MLN US HoldCo LLC; Searchlight
 Capital Partners, LP; Credit Suisse AG, Cayman
 Islands Branch; John Doe affiliate of Credit Suisse
 AG, Cayman Islands Branch; Anchorage Capital
 CLO 1-R, Ltd.; Anchorage Capital CLO 2013-1,
 Ltd.; Anchorage Capital CLO 3-R, Ltd.;
 Anchorage Capital CLO 4-R, Ltd.; Anchorage
 Capital CLO 5-R, Ltd.; Anchorage Capital CLO 6,
 Ltd.; Anchorage Capital CLO 25, Ltd.; Anchorage
 Credit Funding 1, Ltd.; Anchorage Credit Funding
 2, Ltd.; Anchorage Credit Funding 3, Ltd.;
 Anchorage Credit Funding 4, Ltd.; Anchorage
 Credit Funding 5, Ltd.; Anchorage Credit Funding
 6, Ltd.; Anchorage Credit Funding 7, Ltd.;
 Anchorage Credit Funding 8, Ltd.; Anchorage

Credit Funding 9, Ltd.; Anchorage Credit Funding 10, Ltd.; Anchorage Credit Funding 11, Ltd.; Anchorage Credit Funding 12, Ltd.; 610 Funding CLO 1, Ltd.; 610 Funding CLO 2, Ltd.; ALM 2020, Ltd.; Apollo Credit Funding IV Ltd.; Apollo Credit Funding VI, Ltd.; Apollo Debt Solutions BDC; Apollo Senior Floating Rate Fund Inc.; Apollo Tactical Income Fund Inc.; Apollo TR US Broadly Syndicated Loan LLC; Cadbury Mondelez Pension Trust Ltd.; Cardinal Funding LLC; HSBC Diversified Loan Fund – Syndicated Loan A S.A.R.L.; Leveraged Finance Fund; Mallard Funding LLC; Mercer Multi-Asset Credit Fund; RR 1 Ltd.; RR 2 Ltd.; RR 5 Ltd.; RR 6 Ltd.; RR 8 Ltd.; RR 12 Ltd.; RR 14 Ltd.; RR 17 Ltd.; Schlumberger UK Common Investment Fund TRF SMA; BlackRock DLF IX 2019-G CLO, LLC; BlackRock Rainier CLO VI, Ltd.; Reliance Standard Life Insurance Company; Safety National Casualty Corporation; TCP Direct Lending Fund VIII-A, LLC; TCP DLF VIII-L Funding, LP; TCP Direct Lending Fund VIII-S, LLC; TCP Direct Lending Fund VIII-T, LLC; TCP Direct Lending Fund VIII-U (Ireland); Tennenbaum Enhanced Yield Operating I, LLC; Tennenbaum Senior Loan Fund II, LP; Tennenbaum Senior Loan Fund V, LLC; TMD-DL Holdings, LLC; Beluga IMC Inc.; Alinea CLO, Ltd.; Annisa CLO, Ltd.; Bardot CLO, Ltd.; Betony CLO 2, Ltd.; Carbone CLO, Ltd.; Diversified Credit Portfolio Ltd.; HarbourView CLO VII-R, Ltd.; Invesco CLO 2021-I, Ltd.; Invesco CLO 2021-2 Ltd.; Invesco CLO 2021-3, Ltd.; Invesco CLO 2022-1 Ltd.; Invesco CLO 2022-2, Ltd.; Invesco Dynamic Credit Opportunity Fund; Invesco Floating Rate ESG Fund; Invesco Floating Rate Income Fund; Invesco Master Loan Fund; Invesco Sakura US Senior Secured Fund; Invesco Senior Floating Rate; Invesco Senior Income Trust; Invesco Senior Loan Fund; Invesco SSL Fund, LLC; Invesco Teton Fund, LLC; Invesco Zodiac Funds - Invesco European Senior Loan ESG Fund; Invesco Zodiac Funds - Invesco European Senior Loan Fund; Invesco Zodiac Funds - Invesco US Senior Loan ESG Fund; Invesco Zodiac Funds - Invesco US Senior Loan Fund; Kapitalforeningen Investin Pro,

US Leveraged Loans I; Lucali CLO, Ltd.; Milos CLO, Ltd.; Milton Hershey School Trust; Recette CLO, Ltd.; Riserva CLO Ltd.; Sentry Insurance Company (f/k/a Sentry Insurance a Mutual Company); Upland CLO, Ltd.; Verde CLO, Ltd.; Delaware Ivy Asset Strategy Fund; Delaware Ivy High Income Fund; Delaware Ivy High Income Opportunities Fund; Delaware Ivy Multi-Asset Income Fund; Delaware Ivy Strategic Income Fund; Delaware Ivy VIP High Income; Goldman Sachs Trust II - Goldman Sachs Multi-Manager Non-Core Fixed Income Fund; Menard, Inc.; Nuveen Alternative Investment Funds SICA V-SIF - Nuveen US Senior Loan Fund; Nuveen Credit Strategies Income Fund; Nuveen Corporate Arbitrage and Relative Value Fund, LP; Nuveen Floating Rate Income Fund; Nuveen Floating Rate Income Fund, A Series of Nuveen Investment Trust III; Nuveen Floating Rate Income Opportunity Fund; Nuveen Long-Short Credit Fund, LP; Nuveen Multi-Asset Income Fund; Nuveen Opportunistic Strategies LLC; Nuveen Senior Income Fund; Nuveen Senior Loan Fund, LP; Nuveen Short Duration Credit Opportunities Fund; PensionDanmark Pensionsforsikringsaktieselskab; Principal Diversified Real Asset CIT; Principal Funds Inc. - Diversified Real Asset Fund; Principal Funds, Inc. - Global Diversified Income Fund; Rural India Supporting Trust; Symphony CLO XVI, Ltd.; Symphony CLO XVII, Ltd.; Symphony CLO XVIII, Ltd.; Symphony CLO XIX, Ltd.; Symphony CLO XX, Ltd.; Symphony CLO XXI, Ltd.; Symphony CLO XXV, Ltd.; Symphony Floating Rate Senior Loan Fund; TIAA-CREF Core Bond Fund; TIAA-CREF Core Plus Bond Fund; TIAA Global Public Investments, LLC - Series Loan ESG; Bandera Strategic Credit Partners II, LP; Baloise Senior Secured Loan Fund III; CSAA Insurance Exchange; Kolumban Alternative Investments – Loans; Octagon 51, Ltd.; Octagon 52, Ltd.; Octagon 53, Ltd.; Octagon 54, Ltd.; Octagon 56, Ltd.; Octagon 57, Ltd.; Octagon 58, Ltd.; Octagon 59, Ltd.; Octagon Credit All Weather Income Fund, Ltd.; Octagon Credit Opportunities Master Fund LP; Octagon

High Income Master Fund Ltd.; Octagon Investment Partners XIV Ltd.; Octagon Investment Partners XV, Ltd.; Octagon Investment Partners XVI, Ltd.; Octagon Investment Partners XVII, Ltd.; Octagon Investment Partners 18-R, Ltd.; Octagon Investment Partners 20-R, Ltd.; Octagon Investment Partners XXI, Ltd.; Octagon Investment Partners XXII, Ltd.; Octagon Investment Partners 26, Ltd.; Octagon Investment Partners 27, Ltd.; Octagon Investment Partners 28, Ltd.; Octagon Investment Partners 29 Ltd.; Octagon Investment Partners 30, Ltd.; Octagon Investment Partners 31, Ltd.; Octagon Investment Partners 32, Ltd.; Octagon Investment Partners 33, Ltd.; Octagon Investment Partners 34, Ltd.; Octagon Investment Partners 35, Ltd.; Octagon Investment Partners 36, Ltd.; Octagon Investment Partners 37, Ltd.; Octagon Investment Partners 38, Ltd.; Octagon Investment Partners 39, Ltd.; Octagon Investment Partners 40, Ltd.; Octagon Investment Partners 41, Ltd.; Octagon Investment Partners 42, Ltd.; Octagon Investment Partners 43, Ltd.; Octagon Investment Partners 44, Ltd.; Octagon Investment Partners 45, Ltd.; Octagon Investment Partners 46, Ltd.; Octagon Investment Partners 48, Ltd.; Octagon Investment Partners 50, Ltd.; Octagon Loan Funding, Ltd.; Octagon Senior Secured Credit Master Fund Ltd.; SCOLUX SICAV-SIF -SCOR Global Loans; Snowy Range Fund, LLC; Star Insurance Company; XAI Octagon Floating Rate & Alternative Income Term Trust; AIA VCC; Aon Collective Investment Trust; Credit Opportunities Fund (a sub-fund of PGIM Fixed Income Alternatives Mater Fund ICAV); Dryden XXVI Senior Loan Fund; Dryden XXVIII Senior Loan Fund; Dryden 30 Senior Loan Fund; Dryden 36 Senior Loan Fund; Dryden 37 Senior Loan Fund; Dryden 38 Senior Loan Fund; Dryden 40 Senior Loan Fund; Dryden 41 Senior Loan Fund; Dryden 42 Senior Loan Fund; Dryden 43 Senior Loan Fund; Dryden 45 Senior Loan Fund; Dryden 47 Senior Loan Fund; Dryden 49 Senior Loan Fund; Dryden 50 Senior Loan Fund; Dryden 53 Senior Loan Fund; Dryden 54 Senior Loan Fund; Dryden 55 Senior Loan Fund; Dryden 57 CLO, Ltd.; Dryden 58 CLO, Ltd.;

Dryden 60 CLO, Ltd.; Dryden 61 CLO, Ltd.;
 Dryden 64 CLO, Ltd.; Dryden 65 CLO, Ltd.;
 Dryden 68 CLO, Ltd.; Dryden 70 CLO, Ltd.;
 Dryden 72 CLO, Ltd.; Dryden 75 CLO, Ltd.;
 Dryden 76 CLO, Ltd.; Dryden 77 CLO, Ltd.;
 Dryden 78 CLO, Ltd.; Dryden 80 CLO, Ltd.;
 Dryden 83 CLO, Ltd.; Dryden 85 CLO, Ltd.;
 Dryden 86 CLO, Ltd.; Dryden 87 CLO, Ltd.;
 Dryden 90 CLO, Ltd.; Dryden 92 CLO, Ltd.;
 Dryden 93 CLO, Ltd.; Dryden 94 CLO, Ltd.;
 Dryden 95 CLO, Ltd.; Dryden 97 CLO, Ltd.;
 Dryden 98 CLO, Ltd.; Dryden 102 CLO, Ltd.;
 Dryden 104 CLO, Ltd.; Dryden 105 CLO, Ltd.;
 Dryden 106 CLO, Ltd.; Dryden 109 CLO, Ltd.;
 Kapitalforeningen Laegernes Invest, KLI
 Obligationer Europa Senior Loans; Leveraged
 Loan (JPY hedged) Fund; Newark BSL CLO 1,
 Ltd.; Newark BSL CLO 2, Ltd.; Minnesota State
 Board of Investment; PGIM ETF Trust - PGIM
 Floating Rate Income ETF; PGIM Global High
 Yield Fund, Inc.; PGIM High Yield Bond Fund,
 Inc.; PGIM Short Duration High Yield
 Opportunities Fund; Pramerica Loan Opportunities
 Ltd.; Prudential Bank Loan Fund of the Prudential
 Trust Company Collective Trust; Prudential
 Investment Portfolios, Inc. 14 - PGIM Floating
 Rate Income Fund; Prudential Investment
 Portfolios, Inc. 15 - PGIM ESG High Yield Fund;
 Prudential Investment Portfolios, Inc. 15 - PGIM
 High Yield Fund; Prudential Investment
 Portfolios, Inc. 15 - PGIM Short Duration High
 Yield Income Fund; Prudential Strategic Credit
 Fund of the Prudential Trust Company Collective
 Trust; Renaissance Investment Holdings Ltd.;
 Stichting Pensioenfond PGB; American Beacon
 Sound Point Floating Rate Income Fund;
 Memorial Health System; Sound Point CLO II,
 Ltd.; Sound Point CLO III-R, Ltd.; Sound Point
 CLO IV-R, Ltd.; Sound Point CLO V-R, Ltd.;
 Sound Point CLO VI-R, Ltd.; Sound Point CLO
 VII-R, Ltd.; Sound Point CLO VIII-R, Ltd.; Sound
 Point CLO IX, Ltd.; Sound Point CLO XII, Ltd.;
 Sound Point CLO XIV, Ltd.; Ltd.; Sound Point
 CLO XVII, Ltd.; Sound Point CLO XVIII, Ltd.;
 Sound Point CLO XIX, Ltd.; Sound Point CLO
 XX, Ltd.; Sound Point CLO XXI, Ltd.; Sound

Point CLO XXII, Ltd.; Sound Point CLO XXIII, Ltd.; Sound Point CLO XXIV, Ltd.; Sound Point CLO XXV, Ltd.; Sound Point CLO XXVI, Ltd.; Sound Point CLO XXVII, Ltd.; Sound Point CLO XXVIII, Ltd.; Sound Point CLO XXIX, Ltd.; Sound Point CLO XXX, Ltd.; Sound Point CLO XXXI, Ltd.; Sound Point CLO XXXII, Ltd.; Sound Point CLO XXXIII, Ltd.; Sound Point Credit Opportunities Master Fund, LP; Sound Point Senior Floating Rate Master Fund, LP; Sound Point Tactical Loan Opportunity Master Fund I Designated Activity Company,

Defendants.

NOTICE OF REMOVAL

PLEASE TAKE NOTICE that, pursuant to 28 U.S.C. §§ 1332, 1441, 1446 and 1453, Defendants MLN TopCo Ltd., Mitel Networks (International) Ltd. (f/k/a MLN UK HoldCo Ltd.), MLN US TopCo Inc. and MLN US HoldCo LLC (the “Mitel Defendants”), Searchlight Capital Partners, LP (“Searchlight”), Credit Suisse AG, Cayman Islands Branch (“Credit Suisse”), and lender defendants listed on Annex A hereto (the “Removing Lender Defendants,” and together with the Mitel Defendants, Searchlight, and Credit Suisse, the “Removing Defendants”), by and through undersigned counsel, hereby remove to this Court the civil action captioned *Ocean Trails CLO VII, et al. v. MLN TopCo Ltd., et al.* (N.Y. Sup. Ct., County of New York, March 14, 2023) (the “State Court Action”). The State Court Action is subject to this Court’s removal jurisdiction because it meets all conditions under the Class Action Fairness Act (“CAFA”), codified in 28 U.S.C. §§ 1332, 1453, 1711-15.

In support of removal, the Removing Defendants state as follow:

BACKGROUND

1. On March 14, 2023, the above-captioned plaintiffs filed a complaint (the “Original Complaint”) in the Supreme Court of the State of New York, County of New York, Case No. 651327/2023. A copy of the docket sheet from the State Court Action is attached hereto as **Exhibit A**. A copy of the Summons filed on March 14, 2023 is attached hereto as **Exhibit B**. A copy of the Original Complaint is attached hereto as **Exhibit C**. A copy of the Proof of Service filed on May 4, 2023 is attached hereto as **Exhibit D**.

2. On May 25, 2023, the Court entered a Stipulation and Order Governing the Amendment of Plaintiffs’ Complaint and the Briefing Schedule for Defendants’ Motion to Dismiss the Complaint. A copy of that stipulation and order is attached hereto as **Exhibit E**.

3. On May 26, 2023, plaintiffs filed a supplemental summons and amended complaint (the “Amended Complaint”) in the State Court Action. A copy of the Supplemental Summons is attached hereto as **Exhibit F**, and a copy of the Amended Complaint is attached hereto as **Exhibit G**. On May 31, 2023, in accordance with the schedule set forth in the stipulation and order entered by the Court on May 25, 2023, the Removing Defendants each filed motions to dismiss all causes of action asserted against them in the Amended Complaint.

4. On June 8, 2023, Nuveen Alternative Investment Funds SICA V-SIF - Nuveen US Senior Loan Fund; Goldman Sachs Trust II - Goldman Sachs Multi-Manager Non-Core Fixed Income Fund; Menard, Inc.; Nuveen Credit Strategies Income Fund; Nuveen Corporate Arbitrage and Relative Value Fund, LP; Nuveen Floating Rate Income Fund; Nuveen Floating Rate Income Fund, A Series of Nuveen Investment Trust III; Nuveen Floating Rate Income Opportunity Fund; Nuveen Long-Short Credit Fund, LP; Nuveen Multi-Asset Income Fund; Nuveen Opportunistic Strategies LLC; Nuveen Senior Income Fund; Nuveen Senior Loan Fund,

LP; Nuveen Short Duration Credit Opportunities Fund; PensionDanmark Pensionsforsikringsaktieselskab; Principal Diversified Real Asset CIT; Principal Funds Inc. - Diversified Real Asset Fund; Principal Funds, Inc. - Global Diversified Income Fund; Rural India Supporting Trust; Symphony CLO XVI, Ltd.; Symphony CLO XVII, Ltd.; Symphony CLO XVIII, Ltd.; Symphony CLO XIX, Ltd.; Symphony CLO XX, Ltd.; Symphony CLO XXI, Ltd.; Symphony CLO XXV, Ltd.; Symphony Floating Rate Senior Loan Fund; TIAA-CREF Core Bond Fund; TIAA-CREF Core Plus Bond Fund; and TIAA Global Public Investments, LLC - Series Loan ESG (collectively, the “Nuveen Parties”) — each of which was named as a defendant in the Original Complaint and the Amended Complaint — filed an answer (the “Nuveen Answer”) and asserted cross-claims against Removing Lender Defendants and Mitel Defendants (the “Nuveen Cross-Claims”). A copy of the Nuveen Answer, which includes the Nuveen Cross-Claims, is attached hereto as **Exhibit H**. A copy of the related Affirmation of Service filed by the Nuveen Parties is attached hereto as **Exhibit I**.

5. On June 13, 2023, the Court entered a Stipulation and Order Governing the Briefing Schedule for Crossclaim Defendants’ Motion to Dismiss the Nuveen Lenders’ Crossclaims. A copy of that stipulation and order is attached hereto as **Exhibit J**. Pursuant to that stipulation and order, the deadline to move to dismiss or otherwise respond to the Nuveen Cross-Claims is July 21, 2023.

6. The Supreme Court of the State of New York, County of New York, is located in the Southern District of New York. Therefore, venue is proper in this Court 28 U.S.C. § 1453.

JURISDICTION & GROUNDS FOR REMOVAL

I. Removal is Proper under 28 U.S.C. § 1332(d)

7. This Court has original jurisdiction over the Complaint under CAFA.

8. Under 28 U.S.C. § 1332(d)(2), “[t]he district courts shall have original jurisdiction of any civil action in which [(i)] the matter in controversy exceeds the sum or value of \$5,000,000, exclusive of interest and costs, and [(ii)] is a class action in which [(iii)] any member of a class of plaintiffs is a citizen of a State different from any defendant.”

9. This Court has original jurisdiction under CAFA because this action (i) involves an amount in controversy exceeding \$5 million, (ii) includes more than 100 proposed plaintiffs and thus is a “mass action” under § 1332(d)(11) that qualifies as a class action, and (iii) minimal diversity of citizenship among the parties exists.

a. The Amount in Controversy Requirement is Satisfied

10. “When the plaintiff’s complaint does not state the amount in controversy, the defendant’s notice of removal may do so.” *Dart Cherokee Basin Operating Co., LLC v. Owens*, 574 U.S. 81, 84 (2014). In doing so, a defendant “need include only a plausible allegation that the amount in controversy exceeds the jurisdictional threshold.” *Id.* at 89; *accord Egleston v. The Valspar Corp.*, 2015 WL 6508329, at *4 (S.D.N.Y. Oct. 13, 2015).

11. In the present action, plaintiffs seek a declaratory judgment that agreements governing hundreds of millions of dollars of debt are void, avoidance of transfers and obligations relating to approximately \$857 million of debt, and an order requiring the Removing Lender Defendants to buy enough of plaintiffs’ debt to ensure that plaintiffs are in the same position as those defendants. Ex. G (Amended Complaint) ¶¶ 93, 95, 98, 217(a)-(d), 218. By any measure, the amount in controversy exceeds \$5 million.

b. The Action Includes More than 100 Plaintiffs

12. Under 28 U.S.C. § 1332(d)(11)(A), a “mass action” shall be deemed to be a “class action removable under paragraphs (2) through (10) if it otherwise meets the provisions of those

paragraphs.” A “‘mass action’ means any civil action . . . in which monetary relief claims of 100 or more persons are proposed to be tried jointly.” *Id.*

13. The Amended Complaint lists 96 entities as plaintiffs in this proceeding. Removal is nonetheless proper for two reasons.

14. *First*, the Amended Complaint names multiple Massachusetts business trusts as plaintiffs. Ex. G (Amended Complaint) ¶ 47. But, under applicable law, those trusts are not permitted to bring suit except through their trustees. Accordingly, in assessing whether jurisdiction exists, “the named party trusts must be deemed only proxies for their trustees.” *Raymond Loubier Irrevocable Trust v. Loubier*, 858 F.3d 719, 731 (2d Cir. 2017). Upon information and belief, four of the named plaintiffs are common law trusts, and those trusts must be deemed proxies for their 25 trustees. For this reason, there are in excess of 100 plaintiffs in this action, and thus the action is one in which the “claims of 100 or more persons are proposed to be tried jointly.” 28 U.S.C. § 1332(d)(11)(B)(i).

15. Specifically, in the Amended Complaint, plaintiffs assert that DoubleLine Opportunistic Credit Fund and DoubleLine Income Solutions Fund (the “Doubleline Trusts”) — two named plaintiffs in this action — are Massachusetts business trusts. Ex. G (Amended Complaint) ¶ 47. Upon information and belief, two additional named plaintiffs, plaintiffs SEI Institutional Investments Trust - High Yield Bond Fund and SEI Institutional Managed Trust - High Yield Bond Fund (the “SEI Trusts”), are also Massachusetts business trusts. Upon information and belief, the DoubleLine Trusts each have four trustees, the SEI Institutional Investment Trust – High Yield Bond Fund has eight trustees, and the SEI Institutional Managed Trust - High Yield Bond Fund has nine trustees.

16. Under Massachusetts law, Massachusetts business trusts are not legal entities, and therefore they cannot sue in their own name. Instead, they must sue through their trustees. *See, e.g., Eaton Vance Senior Income Trust v. Saba Master Capital Fund Ltd.*, 2021 WL 2785120, at *4 (Mass. Sup. Ct. Apr. 7, 2021) (“[T]rusts are not corporations, nor are they entities apart from the trustee. Save for the purpose of being sued, a business trust is not made a separate legal entity.”).

17. The Second Circuit has held that, when a trust that cannot itself bring suit is “identified as a party even though, by its nature, it can only sue or be sued in the name of its trustee . . . the named party trusts must be deemed only proxies for their trustees and, thus, it is the trustees’ citizenship that must inform any diversity determination.” *Loubier*, 858 F.3d at 731. It “would only encourage artful pleading if . . . a party thought it could create or defeat diversity jurisdiction to its advantage depending on whether it identified a trust or its trustee as a party to the action.” *Id.* The same logic requires that the DoubleLine and SEI Trusts be treated as proxies for their twenty-five trustees in assessing whether CAFA jurisdiction exists. Accordingly, CAFA jurisdiction should be assessed as if this suit were brought by the relevant trustees, rather than the four named trusts, and thus the “claims of 100 or more persons are proposed to be tried jointly.” 28 U.S.C. § 1332(d)(11)(B)(i).

18. *Second*, and independently, CAFA jurisdiction is proper here because the Nuveen Parties, which have brought cross-claims mirroring the claims of the original plaintiffs, should be realigned as plaintiffs for jurisdictional purposes. Once those parties are realigned, there are again more than 100 total persons whose claims are proposed to be tried jointly.

19. Under Second Circuit law, parties are realigned based on the “collision of interests” test. *Maryland Casualty Co. v. W.R. Grace and Co.*, 23 F.3d 617, 622 (1993). This

test “directs us to examine ‘the realities of the record’ to discover the ‘real interests’ of the parties.” *Id.* at 623 (quoting *Indianapolis v. Chase Nat’l Bank*, 314 U.S. 63, 69 (1941)).

20. In their cross-claims, the Nuveen Parties assert injuries essentially identical to those asserted by plaintiffs, and seek similar relief on several of the same legal bases, for injuries relating to the same transaction. Accordingly, the Nuveen Parties should be realigned as plaintiffs. With respect to the claims jointly asserted by plaintiffs and the Nuveen Parties, “claims of 100 or more persons are proposed to be tried jointly.” 28 U.S.C. § 1332(d)(11)(B)(i). The court may then exercise supplemental jurisdiction over the other claims brought by plaintiffs. *See F5 Capital v. Pappas*, 856 F.3d 61, 77-81 (2d Cir. 2017) (where CAFA jurisdiction exists, court may exercise supplemental jurisdiction over related non-class claims).

c. Minimal Diversity Exists

21. Under CAFA, federal jurisdiction exists so long as *any* plaintiff is a citizen of a different state from *any* defendant at the time of removal. 28 U.S.C. § 1332(d)(2)(A), (C).

22. Under 28 U.S.C. § 1332(c)(1), a corporation is “a citizen of every State . . . by which it has been incorporated and of the State . . . where it has its principal place of business.” In addition, under 28 U.S.C. § 1332(d)(10), for purposes of 28 U.S.C. § 1332(d) and § 1453, “an unincorporated association shall be deemed to be a citizen of the State where it has its principal place of business and the State under whose laws it is organized.”

23. Plaintiff Ocean Trails CLO VII (“Five Arrows Lender”) is a Cayman Islands investment fund issued, sponsored, or managed by Five Arrows Managers North America LLC, a Delaware limited liability company with its principal place of business in California.²

² Except in the case of the DoubleLine and SEI trusts, the facts relating to plaintiffs are taken from the Amended Complaint. Upon information and belief, the principal places of business identified in the Amended Complaint for the managers/sponsors of the plaintiff entities are likewise the principal places of business for the plaintiff entities.

24. Plaintiff 400 Capital Credit Opportunities Master Fund Ltd. is a Cayman Islands limited private corporation. Plaintiff Boston Patriot Milk St LLC is a Massachusetts limited liability corporation. Plaintiff 400 Capital TX COF I LP is a Delaware limited partnership. These entities are sponsored or managed by 400 Capital Management LLC, a Delaware limited liability company with its principal place of business in New York.

25. Plaintiff Harbor Point 2019-1 Ltd. is a Cayman Islands limited corporation. Plaintiff AIC COP Facility 2, LLC is a Delaware limited liability corporation. Plaintiff AIC Investments (LHR), Ltd. is a Cayman Islands limited private corporation. These entities are holding companies, proprietary funds or third-party funds sponsored or managed by Angel Island Capital Management LLC, a Delaware limited liability company with its principal place of business in California.

26. Plaintiffs BlueMountain CLO 2014-2 Ltd., BlueMountain CLO 2015-3 Ltd., BlueMountain CLO 2015-4 Ltd., BlueMountain CLO 2016-2 Ltd., BlueMountain CLO 2016-3 Ltd., BlueMountain CLO 2018-1 Ltd., BlueMountain CLO 2018-2 Ltd., BlueMountain CLO 2018-3 Ltd., BlueMountain CLO XXII Ltd., BlueMountain CLO XXIII Ltd., BlueMountain CLO XXIV Ltd., BlueMountain CLO XXIX Ltd., BlueMountain CLO XXV Ltd., BlueMountain CLO XXVI Ltd., BlueMountain CLO XXVIII Ltd., BlueMountain CLO XXX Ltd., BlueMountain CLO XXXI Ltd., BlueMountain CLO XXXII Ltd., BlueMountain CLO XXXIII Ltd., BlueMountain CLO XXXIV Ltd., and BlueMountain CLO XXXV Ltd., are Cayman Islands private limited companies. These entities are CLOs or CLO portfolios issued, sponsored, or managed by Assured Investment Management LLC, a New York limited liability company with its principal place of business in New York.

27. Plaintiffs BlueMountain CLO 2013-2 Ltd., BlueMountain Fuji US CLO I Ltd., BlueMountain Fuji US CLO II Ltd. and BlueMountain Fuji US CLO III Ltd. are Cayman Islands private limited companies. These entities are CLOs or CLO portfolios issued, sponsored, or managed by BlueMountain Fuji Management LLC, a Delaware limited liability company with its principal place of business in New York.

28. Plaintiff ACM ASOF VIII Secondary-C LP is a Cayman Islands limited partnership. It is a holding company sponsored or managed by Atalaya Capital Management LP, a Delaware limited partnership with its principal place of business in New York.

29. Plaintiffs Halcyon Loan Advisors Funding 2015-1 Ltd., Halcyon Loan Advisors Funding 2015-2 Ltd., and Halcyon Loan Advisors Funding 2015-3 Ltd. are Cayman Islands private limited companies. These entities are holding companies sponsored or managed by Bardin Hill Loan Management LLC, a Delaware limited liability company with its principal place of business in New York.

30. Named plaintiffs SEI Institutional Investments Trust - High Yield Bond Fund and SEI Institutional Managed Trust - High Yield Bond Fund are Massachusetts business trusts. Upon information and belief, the SEI Institutional Investment Trust – High Yield Bond Fund has eight trustees: Mr. William M. Doran, Ms. Nina LeSavoy, Mr. James M. Williams, Mr. Hubert L. Harris, Jr., Ms. Susan C. Cote, Mr. James B. Taylor, Ms. Christine Reynolds and Mr. Thomas Melendez. Upon information and belief, each of these individuals is a citizen of Pennsylvania. Upon information and belief, the SEI Institutional Managed Trust - High Yield Bond Fund has nine trustees: Mr. Robert A. Neshier, Mr. William M. Doran, Ms. Nina LeSavoy, Mr. James M. Williams, Mr. Hubert L. Harris, Jr., Ms. Susan C. Cote, Mr. James B. Taylor, Ms. Christine

Reynolds and Mr. Thomas Melendez. Upon information and belief, each of these individuals is a citizen of Pennsylvania.

31. Plaintiff U.S. High Yield Bond Fund is a Canadian investment fund registered in Ontario. It is sponsored or managed by Benefit Street Partners LLC, a Delaware limited liability company with its principal place of business in New York.

32. Named plaintiffs DoubleLine Opportunistic Credit Fund and DoubleLine Income Solutions Fund are Massachusetts business trusts. These are sponsored or managed by DoubleLine Capital LP, a Delaware limited partnership with its principal place of business in Florida. Upon information and belief, each trust has four trustees: Mr. Joseph J. Ciprari, Mr. John C. Salter, Mr. Raymond B. Woolson and Mr. Ronald R. Redell. Upon information and belief, Mr. Ciprari, Mr. Salter, and Mr. Redell are citizens of California, and upon information and belief Mr. Woolson is a citizen of Virginia.

33. Plaintiffs Ellington CLO I, Ltd., Ellington CLO II, Ltd., Ellington CLO III, Ltd., and Ellington CLO IV, Ltd. are Cayman Island limited private companies. These entities are CLOs or CLO portfolios issued, sponsored, or managed by Ellington CLO Management LLC, a Delaware limited liability company with its principal place of business in Connecticut.

34. Plaintiff Blair Funding LLC is a Delaware limited liability company. It is a holding company sponsored or managed by FS Credit Opportunities Corp., a Maryland corporation with its principal place of business in New York.

35. Plaintiff Mariner Atlantic Multi-Strategy Master Fund, Ltd. is a Cayman Islands limited liability corporation. It is a holding company sponsored or managed by Mariner Investment Group, LLC, a Delaware limited partnership with its principal place of business in New York.

36. Plaintiffs Venture 18 CLO Ltd., Venture 19 CLO Ltd., Venture 22 CLO Ltd., Venture 24 CLO Ltd., Venture 27 CLO Ltd., Venture 28A CLO Ltd., Venture 29 CLO Ltd., Venture 30 CLO Ltd., Venture 31 CLO Ltd., Venture 34 CLO Ltd., Venture 36 CLO Ltd., Venture 37 CLO Ltd., Venture 38 CLO Ltd., Venture 41 CLO Ltd. are Cayman Islands limited private companies. These entities are CLOs or CLO portfolios issued, sponsored, or managed by MJX Asset Management LLC, MJX Venture Management II LLC, and MJX Venture Management III LLC, all Delaware limited liability companies with their principal place of business in New York.

37. Plaintiffs Nassau 2018-I Ltd., Nassau 2018-II Ltd., and Nassau 2019-I Ltd. are Cayman Islands private limited companies. These entities are holding companies sponsored or managed by NCC CLO Manager LLC, a Delaware limited liability company with its principal place of business in Connecticut.

38. Plaintiffs Palmer Square CLO 2014-1, Ltd., Palmer Square CLO 2015-1, Ltd., Palmer Square CLO 2015-2, Ltd., Palmer Square CLO 2018-1, Ltd., Palmer Square CLO 2018-2, Ltd., Palmer Square CLO 2018-3, Ltd., and Palmer Square CLO 2019-1, Ltd. are Cayman Islands private limited companies. Plaintiff Palmer Square BDC Funding I LLC is a Delaware limited liability corporation. These entities are holding companies, CLOs, or CLO portfolios issued, sponsored, or managed by Palmer SquareCapital Management LLC and Palmer Square BDC Advisor LLC, each Delaware limited liability companies with their principal places of business in Kansas.

39. Plaintiffs Saranac CLO III Ltd., Saranac CLO VI Ltd., and Saranac CLO VII Ltd. are Jersey limited private companies. These entities are CLOs, or CLO portfolios issued,

sponsored, or managed by Saranac CLO Management, LLC, a Delaware limited liability company with its principal place of business in New York.

40. Plaintiffs Steele Creek CLO 2014-1R, Ltd., Steele Creek CLO 2016-1 Ltd., Steele Creek CLO 2017-1 Ltd., Steele Creek CLO 2018-1 Ltd., Steele Creek CLO 2018-2 Ltd., Steele Creek CLO 2019-1 Ltd., and Steele Creek CLO 2019-2 Ltd. are Cayman Islands private limited companies. Plaintiff Steele Creek Loan Funding I, LP is a Delaware limited partnership. These entities are proprietary funds, third-party funds, CLOs or CLO portfolios issued, sponsored, or managed by Steele Creek Investment Management LLC, a Delaware limited liability company with its principal place of business in North Carolina.

41. Plaintiffs Wellfleet CLO 2016-1, Ltd., Wellfleet CLO 2016-2, Ltd., Wellfleet CLO 2017-1, Ltd., Wellfleet CLO 2017-2, Ltd., Wellfleet CLO 2017-3, Ltd., Wellfleet CLO 2018-1, Ltd., Wellfleet CLO 2018-2, Ltd., Wellfleet CLO 2018-3, Ltd., Wellfleet CLO 2019-1, Ltd., Wellfleet CLO 2020-1, Ltd., Wellfleet CLO 2020-2, Ltd., Wellfleet CLO 2021-1, Ltd., Wellfleet CLO X, Ltd. are Cayman Islands limited private companies. These entities are CLOs or CLO portfolios issued, sponsored, or managed by Wellfleet Credit Partners, LLC, a Delaware limited liability company with its principal place of business in Connecticut.

42. Defendant MLN TopCo Ltd. is limited liability company incorporated under the laws of the Cayman Islands with its principal place of business in London, United Kingdom.

43. Defendant Mitel Networks (International) Limited (f/k/a MLN UK HoldCo Limited) is a private limited liability company formed under the laws of England and Wales, with its principal place of business in London, United Kingdom.

44. Defendant MLN US TopCo Inc. is a Delaware corporation and direct subsidiary of Mitel Networks (International) Limited, with its principal place of business in Mesa, Arizona.

45. Defendant MLN US HoldCo LLC is a Delaware limited liability company, with its principal place of business in Mesa, Arizona.

46. Defendant Searchlight is a Delaware limited partnership with its principal place of business in New York, New York.

47. Defendant Credit Suisse AG, Cayman Islands Branch is a branch of Credit Suisse AG, a corporation organized under the laws of Switzerland with its principal place of business in Zurich, Switzerland. Credit Suisse AG, Cayman Islands Branch is domiciled in the Cayman Islands and is regulated by the Cayman Islands Monetary Authority. The Amended Complaint alleges Defendant John Doe is an affiliate of Credit Suisse AG, Cayman Islands Branch.

48. Defendants Anchorage Capital CLO 1-R, Ltd.; Anchorage Capital CLO 2013-1, Ltd.; Anchorage Capital CLO 3-R, Ltd.; Anchorage Capital CLO 4-R, Ltd.; Anchorage Capital CLO 5-R, Ltd.; Anchorage Capital CLO 6, Ltd.; Anchorage Capital CLO 25, Ltd.; Anchorage Credit Funding 1, Ltd.; Anchorage Credit Funding 2, Ltd.; Anchorage Credit Funding 3, Ltd.; Anchorage Credit Funding 4, Ltd.; Anchorage Credit Funding 5, Ltd.; Anchorage Credit Funding 6, Ltd.; Anchorage Credit Funding 7, Ltd.; Anchorage Credit Funding 8, Ltd.; Anchorage Credit Funding 9, Ltd.; Anchorage Credit Funding 10, Ltd.; Anchorage Credit Funding 11, Ltd.; Anchorage Credit Funding 12, Ltd.; 610 Funding CLO 1, Ltd.; and 610 Funding CLO 2, Ltd. are incorporated under the laws of the Cayman Islands with their principal place of business in New York.

49. Defendants ALM 2020, Ltd.; Apollo Credit Funding IV Ltd.; Apollo Credit Funding VI, Ltd.; RR 1 Ltd.; RR 2 Ltd.; RR 5 Ltd.; RR 6 Ltd.; RR 8 Ltd.; RR 12 Ltd.; RR 14 Ltd.; and RR 17 Ltd. are incorporated under the laws of the Cayman Islands with their principal place of business in New York. Apollo Debt Solutions BDC; Apollo TR US Broadly Syndicated

Loan LLC; Cardinal Funding LLC; and Mallard Funding LLC are organized under the laws of Delaware with their principal place of business in New York. Apollo Senior Floating Rate Fund Inc.; and Apollo Tactical Income Fund Inc. are incorporated under the laws of Maryland with their principal place of business in New York. Cadbury Mondelez Pension Trust Ltd. is incorporated under the laws of the United Kingdom with its principal place of business in New York. HSBC Diversified Loan Fund – Syndicated Loan A S.A.R.L.; and Leveraged Finance Fund are organized under the laws of Luxembourg with their principal place of business in New York. Mercer Multi-Asset Credit Fund is organized under the laws of Ireland with its principal place of business in New York. Schlumberger UK Common Investment Fund TRF SMA is organized under the laws of England with its principal place of business in New York.

50. Defendants BlackRock DLF IX 2019-G CLO, LLC; TCP Direct Lending Fund VIII-A, LLC; TCP DLF VIII-L Funding, LP; TCP Direct Lending Fund VIII-S Funding, LLC; TCP Direct Lending Fund VIII-T Funding, LLC; Tennenbaum Enhanced Yield Operating I, LLC; Tennenbaum Senior Loan Fund II, LP; and Tennenbaum Senior Loan Fund V, LLC are organized under the laws of Delaware with their principal place of business in California. BlackRock Rainier CLO VI, Ltd. is incorporated under the laws of the Cayman Islands with its principal place of business in California. Reliance Standard Life Insurance Company is organized under the laws of Illinois with its principal place of business in Pennsylvania. Safety National Casualty Corporation is organized under the laws of Missouri with its principal place of business in Missouri. TCP Direct Lending Fund VIII-U (Ireland) is organized under the laws of Ireland with its principal place of business in California. TMD-DL Holdings, LLC is organized under the laws of Delaware with its principal place of business in New York.

51. Defendant Beluga IMC Inc. is incorporated under the laws of Canada with its principal place of business in British Columbia.

52. Defendants Alinea CLO, Ltd.; Annisa CLO, Ltd.; Bardot CLO, Ltd.; Betony CLO 2, Ltd.; Carbone CLO, Ltd.; Diversified Credit Portfolio Ltd.; HarbourView CLO VII-R, Ltd.; Invesco CLO 2021-I, Ltd.; Invesco CLO 2021-2 Ltd.; Invesco CLO 2021-3, Ltd.; Lucali CLO, Ltd.; Milos CLO, Ltd.; Recette CLO, Ltd.; Riserva CLO Ltd.; Upland CLO, Ltd.; and Verde CLO, Ltd are incorporated under the laws of the Cayman Islands with their principal place of business in New York. Invesco CLO 2022-1 Ltd.; and Invesco CLO 2022-2, Ltd are incorporated under the laws of the Jersey Channel Islands with their principal place of business in New York. Invesco Dynamic Credit Opportunity Fund; Invesco Floating Rate ESG Fund; Invesco Master Loan Fund; Invesco Senior Floating Rate; Invesco Senior Income Trust; and Invesco Senior Loan Fund are organized under the laws of Delaware with their principal place of business in Texas. Invesco Floating Rate Income Fund is organized under the laws of Canada with its principal place of business in Canada. Invesco Sakura US Senior Secured Fund is organized under the laws of the Cayman Islands with its principal place of business in the Cayman Islands. Invesco SSL Fund, LLC is organized under the laws of Delaware with its principal place of business in Michigan. Invesco Teton Fund, LLC is organized under the laws of Delaware with its principal place of business in New York. Invesco Zodiac Funds - Invesco European Senior Loan ESG Fund; Invesco Zodiac Funds - Invesco European Senior Loan Fund; Invesco Zodiac Funds - Invesco US Senior Loan ESG Fund; and Invesco Zodiac Funds - Invesco US Senior Loan Fund are organized under the laws of Luxembourg with their principal place of business in Luxembourg. Kapitalforeningen Investin Pro, US Leveraged Loans I is organized under the laws of Denmark with its principal place of business in Denmark. Milton Hershey

School Trust is organized under the laws of Pennsylvania with its principal place of business in Pennsylvania. Sentry Insurance Company (f/k/a Sen-try Insurance a Mutual Company) is organized under the laws of Wisconsin with its principal place of business in Wisconsin.

53. Defendants Delaware Ivy Asset Strategy Fund; Delaware Ivy High Income Fund; Delaware Ivy High Income Opportunities Fund; Delaware Ivy Multi-Asset Income Fund; Delaware Ivy Strategic Income Fund; and Delaware Ivy VIP High Income are organized under the laws of Delaware with their principal place of business in Pennsylvania.

54. Crossclaim Plaintiff Nuveen Floating Rate Income Fund is a series of Nuveen Investment Trust III, which is a Massachusetts business trust and registered as an investment company under the Investment Company Act of 1940, as amended.³

55. Crossclaim Plaintiff Menard, Inc. is a Wisconsin corporation.

56. Crossclaim Plaintiffs Nuveen Opportunistic Strategies LLC and TIAA Global Public Investments, LLC - Series Loan ESG are Delaware limited liability companies.

57. Crossclaim Plaintiffs TIAA-CREF Core Bond Fund and TIAA-CREF Core Plus Bond Fund are series of TIAA-CREF Funds, which is a Delaware statutory trust registered under the Investment Company Act of 1940, as amended.

58. Crossclaim Plaintiffs Nuveen Senior Loan Fund, LP; Nuveen Corporate Arbitrage and Relative Value Fund, LP; and Nuveen Long-Short Credit Fund, LP are Delaware limited partnerships.

59. Crossclaim Plaintiff PensionDanmark Pensionsforsikringsaktieselskab is a Denmark limited company.

³ The facts relating to crossclaim plaintiffs are taken from the Nuveen Answer.

60. Crossclaim Plaintiff Goldman Sachs Trust II - Goldman Sachs Multi-Manager Non-Core Fixed Income Fund is a series of Goldman Sachs Trust II, which is a Delaware trust and is registered as investment company under the Investment Company Act of 1940, as amended.

61. Crossclaim Plaintiffs Nuveen Senior Income Fund; Nuveen Short Duration Credit Opportunities Fund; Nuveen Multi-Asset Income Fund; Nuveen Floating Rate Income Fund; Nuveen Floating Rate Income Opportunity Fund; and Nuveen Credit Strategies Income Fund are Massachusetts business trusts registered as investment companies under the Investment Company Act of 1940, as amended.

62. Crossclaim Plaintiff Principal Funds, Inc. - Global Diversified Income Fund is a series of Principal Funds, Inc., which is a Maryland corporation and is registered as an investment company under the Investment Company Act of 1940, as amended.

63. Crossclaim Plaintiff Principal Funds Inc. - Diversified Real Asset Fund is a series of Principal Funds, Inc., which is a Maryland corporation and is registered as an investment company under the Investment Company Act of 1940, as amended.

64. Crossclaim Plaintiffs Symphony CLO XVI, Ltd.; Symphony CLO XVII, Ltd.; Symphony CLO XVIII, Ltd.; Symphony CLO XIX, Ltd.; Symphony CLO XX, Ltd.; Symphony CLO XXI, Ltd.; and Symphony CLO XXV, Ltd. are Cayman Islands limited liability companies.

65. Crossclaim Plaintiff Nuveen Alternative Investment Funds SICAV-SIF - Nuveen US Senior Loan Fund is a Luxembourg investment fund.

66. Crossclaim Plaintiff Principal Diversified Real Asset CIT is a Delaware collective investment trust.

67. Crossclaim Plaintiff Rural India Supporting Trust is a Michigan 501(c)(3) public charity.

68. Crossclaim Plaintiff Symphony Floating Rate Senior Loan Fund is a trust formed under the laws of Ontario.

69. Defendants Bandera Strategic Credit Partners II, LP; and XAI Octagon Floating Rate & Alternative Income Term Trust are organized under the laws of Delaware with their principal place of business in New York. Baloise Senior Secured Loan Fund III; and SCORLUX SICAV-SIF-SCOR Global Loans are organized under the laws of Luxembourg with their principal place of business in Luxembourg. CSAA Insurance Exchange is organized under the laws of California with its principal place of business in California. Kolumban Alternative Investments – Loans is organized under the laws of Switzerland with its principal place of business in Switzerland. Octagon Credit Opportunities Master Fund LP is organized under the laws of the Cayman Islands with its principal place of business in New York. Octagon 51, Ltd.; Octagon 52, Ltd.; Octagon 53, Ltd.; Octagon 54, Ltd.; Octagon 56, Ltd.; Octagon 57, Ltd.; Octagon 58, Ltd.; Octagon 59, Ltd.; Octagon Credit All Weather Income Fund, Ltd.; Octagon High Income Master Fund Ltd.; Octagon Investment Partners XIV Ltd.; Octagon Investment Partners XV, Ltd.; Octagon Investment Partners XVI, Ltd.; Octagon Investment Partners XVII, Ltd.; Octagon Investment Partners 18-R, Ltd.; Octagon Investment Partners 20-R, Ltd.; Octagon Investment Partners XXI, Ltd.; Octagon Investment Partners XXII, Ltd.; Octagon Investment Partners 26, Ltd.; Octagon Investment Partners 27, Ltd.; Octagon Investment Partners 28, Ltd.; Octagon Investment Partners 29 Ltd.; Octagon Investment Partners 30, Ltd.; Octagon Investment Partners 31, Ltd.; Octagon Investment Partners 32, Ltd.; Octagon Investment Partners 33, Ltd.; Octagon Investment Partners 34, Ltd.; Octagon Investment Partners 35, Ltd.; Octagon

Investment Partners 36, Ltd.; Octagon Investment Partners 37, Ltd.; Octagon Investment Partners 38, Ltd.; Octagon Investment Partners 39, Ltd.; Octagon Investment Partners 40, Ltd.; Octagon Investment Partners 41, Ltd.; Octagon Investment Partners 42, Ltd.; Octagon Investment Partners 43, Ltd.; Octagon Investment Partners 44, Ltd.; Octagon Investment Partners 45, Ltd.; Octagon Investment Partners 46, Ltd.; Octagon Investment Partners 48, Ltd.; Octagon Investment Partners 50, Ltd.; Octagon Loan Funding, Ltd.; and Octagon Senior Secured Credit Master Fund Ltd. are incorporated under the laws of the Cayman Islands with their principal place of business in New York. Snowy Range Fund, LLC is organized under the laws of Wyoming with its principal place of business in New York. Star Insurance Company is organized under the laws of Michigan with its principal place of business in Michigan.

70. Defendant AIA VCC is organized under the laws of Singapore with its principal place of business in Singapore. Aon Collective Investment Trust is organized under the laws of Illinois with its principal place of business in Illinois. Credit Opportunities Fund (a sub-fund of PGIM Fixed Income Alternatives Mater Fund ICAV) and Pramerica Loan Opportunities Ltd are organized under the laws of Ireland with their principal place of business in Ireland. Dryden XXVI Senior Loan Fund; Dryden XXVIII Senior Loan Fund; Dryden 30 Senior Loan Fund; Dryden 36 Senior Loan Fund; Dryden 37 Senior Loan Fund; Dryden 38 Senior Loan Fund; Dryden 40 Senior Loan Fund; Dryden 41 Senior Loan Fund; Dryden 42 Senior Loan Fund; Dryden 43 Senior Loan Fund; Dryden 45 Senior Loan Fund; Dryden 47 Senior Loan Fund; Dryden 49 Senior Loan Fund; Dryden 50 Senior Loan Fund; Dryden 53 Senior Loan Fund; Dryden 54 Senior Loan Fund; and Dryden 55 Senior Loan Fund are organized under the laws of the Cayman Islands with their principal place of business in the Cayman Islands. Dryden 57 CLO, Ltd.; Dryden 58 CLO, Ltd.; Dryden 60 CLO, Ltd.; Dryden 61 CLO, Ltd.; Dryden 64 CLO,

Ltd.; Dryden 65 CLO, Ltd.; Dryden 68 CLO, Ltd.; Dryden 70 CLO, Ltd.; Dryden 72 CLO, Ltd.;
 Dryden 75 CLO, Ltd.; Dryden 76 CLO, Ltd.; Dryden 77 CLO, Ltd.; Dryden 78 CLO, Ltd.;
 Dryden 80 CLO, Ltd.; Dryden 83 CLO, Ltd.; Dryden 85 CLO, Ltd.; Dryden 86 CLO, Ltd.;
 Dryden 87 CLO, Ltd.; Dryden 90 CLO, Ltd.; Dryden 92 CLO, Ltd.; Dryden 93 CLO, Ltd.;
 Dryden 94 CLO, Ltd.; Dryden 95 CLO, Ltd.; Dryden 97 CLO, Ltd.; Dryden 98 CLO, Ltd.;
 Dryden 102 CLO, Ltd.; Dryden 104 CLO, Ltd.; Dryden 105 CLO, Ltd.; Dryden 106 CLO, Ltd.;
 Leveraged Loan (JPY hedged) Fund; Newark BSL CLO 1, Ltd.; and Newark BSL CLO 2, Ltd.
 are incorporated under the laws of the Cayman Islands with their principal place of business in
 the Cayman Islands. Dryden 109 CLO, Ltd. is incorporated under the laws of Jersey with its
 principal place of business in Jersey. Kapitalforeningen Laegernes Invest, KLI Obligationer
 Europa Senior Loans is organized under the laws of Denmark with its principal place of business
 in Denmark. Minnesota State Board of Investment is organized under the laws of Minnesota with
 its principal place of business in Minnesota. PGIM ETF Trust - PGIM Floating Rate Income ETF
 is organized under the laws of Delaware with its principal place of business in New Jersey.
 PGIM Global High Yield Fund, Inc.; PGIM High Yield Bond Fund, Inc.; PGIM Short Duration
 High Yield Opportunities Fund; Prudential Investment Portfolios, Inc. 14 - PGIM Floating Rate
 Income Fund; Prudential Investment Portfolios, Inc. 15 - PGIM ESG High Yield Fund;
 Prudential Investment Portfolios, Inc. 15 - PGIM High Yield Fund; and Prudential Investment
 Portfolios, Inc. 15 - PGIM Short Duration High Yield Income Fund are organized under the laws
 of Maryland with their principal place of business in New Jersey. Prudential Bank Loan Fund of
 the Prudential Trust Company Collective Trust; and Prudential Strategic Credit Fund of the
 Prudential Trust Company Collective Trust are organized under the laws of Pennsylvania with
 their principal place of business in Pennsylvania. Renaissance Investment Holdings Ltd. is

incorporated under the laws of Bermuda with its principal place of business in Bermuda.

Stichting Pensioenfonds PGB is organized under the laws of the Netherlands with its principal place of business in the Netherlands.

71. Defendants Sound Point CLO II, Ltd.; Sound Point CLO III-R, Ltd.; Sound Point CLO IV-R, Ltd.; Sound Point CLO V-R, Ltd.; Sound Point CLO VI-R, Ltd.; Sound Point CLO VII-R, Ltd.; Sound Point CLO VIII-R, Ltd.; Sound Point CLO IX, Ltd.; Sound Point CLO XII, Ltd.; Sound Point CLO XIV, Ltd.; Sound Point CLO XV, Ltd.; Sound Point CLO XVI, Ltd.; Sound Point CLO XVII, Ltd.; Sound Point CLO XVIII, Ltd.; Sound Point CLO XIX, Ltd.; Sound Point CLO XX, Ltd.; Sound Point CLO XXI, Ltd.; Sound Point CLO XXII, Ltd.; Sound Point CLO XXIII, Ltd.; Sound Point CLO XXIV, Ltd.; Sound Point CLO XXV, Ltd.; Sound Point CLO XXVI, Ltd.; Sound Point CLO XXVII, Ltd.; Sound Point CLO XXVIII, Ltd.; Sound Point CLO XXIX, Ltd.; Sound Point CLO XXX, Ltd.; Sound Point CLO XXXI, Ltd.; and Sound Point CLO XXXII, Ltd. are incorporated under the laws of the Cayman Islands with their principal place of business in New York. Sound Point Credit Opportunities Master Fund, LP; and Sound Point Senior Floating Rate Master Fund, LP are organized under the laws of the Cayman Islands with their principal place of business in New York. Memorial Health System is organized under the laws of Illinois with its principal place of business in Illinois. Sound Point CLO XXXIII, Ltd. is incorporated under the laws of Jersey with its principal place of business in New York. Sound Point Tactical Loan Opportunity Master Fund I Designated Activity Company is organized under the laws of Ireland with its principal place of business in New York. American Beacon Sound Point Floating Rate Income Fund is organized under the laws of Massachusetts with its principal place of business in Texas.

72. Because at least one plaintiff member of the mass action is diverse from at least one defendant, the requirement of minimal diversity under 28 U.S.C. § 1332(d)(2)(A) is satisfied.

II. Removal is Timely

73. This notice of removal is timely under 28 U.S.C. § 1446.

74. Under 28 U.S.C. § 1446(b)(1), generally a notice of removal “shall be filed within 30 days after the receipt by the defendant, through service or otherwise, of a copy of the initial pleading setting forth the claim for relief upon which such action or proceeding is based.” Under 28 U.S.C. § 1446(b)(3), “if the case stated by the initial pleading is not removable,” a notice of removal generally “may be filed within thirty days after receipt by the defendant, through service or otherwise, of a copy of an amended pleading, motion, order or other paper from which it may first be ascertained that the case is one which is or has become removable.”

75. The notice of removal by the Removing Lender Defendants is timely under 28 U.S.C. § 1446(b). The Amended Complaint, which was the first pleading naming the Removing Lender Defendants as parties in this case, was received by the Removing Lender Defendants on May 26, 2023. Accordingly, this removal was filed within 30 days of Removing Lender Defendants’ receipt of the pleading.⁴

76. Notice of removal by the Mitel Defendants and Credit Suisse is also timely. Under Second Circuit law, “Section 1446(b) imposes a time limit only in cases in which the plaintiff’s initial pleading or subsequent document has explicitly demonstrated removability.” *Cutrone v Mortg. Elec. Registration Sys., Inc.*, 749 F.3d 137, 147 (2d Cir. 2014). The period for removal does not begin to run where a defendant must conduct “its own investigation[to]

⁴ Since the 30-day period ended on a Sunday, the 30-day period is extended to Monday, June 26. F.R.C.P. 26(a)(1)(C).

determine[] that the number of [plaintiffs is] . . . sufficient for CAFA jurisdiction.” *Id.* at 146.

Here, defendants were required to investigate the facts relating to the Massachusetts trusts named as plaintiffs, including facts relating to the trustees of those trusts.

77. Additionally, notice of removal is timely as to the Mitel Defendants and the Removing Lender Defendants because the Nuveen Cross-Claims were received by them on May 31, 2023.

CONCLUSION

78. The Removing Defendants have established that grounds for removal exist.

79. Under 28 U.S.C. § 1453, a class action “may be removed by any defendant without the consent of all defendants.”

80. A copy of this Notice of Removal is being contemporaneously served on plaintiffs and filed with the Supreme Court of the State of New York, County of New York, where this action was filed and is pending.

81. Defendants expressly reserve all of their rights and defenses. By removing the action to this Court, Defendants do not waive any rights or defenses available under federal or state law. Defendants expressly reserve the right to move for dismissal of the Complaint pursuant to Rule 12(b) of the Federal Rules of Civil Procedure, and indeed already have moved for dismissal on grounds equally applicable in federal court. Nothing in this Notice of Removal should be taken as an admission that plaintiffs’ allegations are accurate, sufficient to state a claim or have any merit.

WHEREFORE, Defendants respectfully remove this action to the United States District Court for the Southern District of New York.

WACHTELL, LIPTON, ROSEN, AND KATZ

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Annex A**Removing Lender Defendants**

Anchorage Capital CLO 1-R, Ltd	Apollo Credit Funding VI, Ltd.
Anchorage Capital CLO 2013-1, Ltd.	Apollo Debt Solutions BDC
Anchorage Capital CLO 3-R, Ltd.	Apollo Senior Floating Rate Fund Inc.
Anchorage Capital CLO 4-R, Ltd.	Apollo Tactical Income Fund Inc.
Anchorage Capital CLO 5-R, Ltd.	Apollo TR US Broadly Syndicated Loan LLC
Anchorage Capital CLO 6, Ltd.	Cadbury Mondelez Pension Trust Limited
Anchorage Capital CLO 25, Ltd.	
610 Funding CLO 1, Ltd.	Cardinal Funding LLC
610 Funding CLO 2, Ltd.	HSBC Diversified Loan Fund – Syndicated Loan A S.A.R.L.
Anchorage Credit Funding 1, Ltd.	Leveraged finance Fund, a Compartment of Athora Lux Invest NL
Anchorage Credit Funding 2, Ltd.	
Anchorage Credit Funding 3, Ltd.	Mallard Funding LLC
Anchorage Credit Funding 4, Ltd.	Mercer Multi-Asset Credit Fund
Anchorage Credit Funding 5, Ltd.	RR 1 Ltd
Anchorage Credit Funding 6, Ltd.	RR 12 Ltd
Anchorage Credit Funding 7, Ltd.	RR 14 Ltd
Anchorage Credit Funding 8, Ltd.	RR 17 Ltd
Anchorage Credit Funding 9, Ltd.	RR 2 Ltd
Anchorage Credit Funding 10, Ltd.	RR 5 Ltd
Anchorage Credit Funding 11, Ltd.	RR 6 Ltd
Anchorage Credit Funding 12, Ltd.	RR 8 Ltd
ALM 2020, LTD.	Schlumberger UK Common Investment Fund TRF SMA
Apollo Credit Funding IV Ltd.	

TCP Direct Lending Fund VIII-A, LLC	Invesco CLO 2022-1 Ltd
BlackRock DLF IX 2019-G CLO, LLC	Invesco CLO 2022-2, LTD
Tennenbaum Enhanced Yield Operating I, LLC	Diversified Credit Portfolio Ltd.
BlackRock Rainier CLO VI, Ltd.	Invesco Dynamic Credit Opportunity Fund (fka Invesco Dynamic Credit Opportunities Fund)
Tennebaum Senior Loan Fund II, LP	Invesco Floating Rate ESG Fund
Tennenbaum Senior Loan Fund V, LLC	Kapitalforeningen Investin Pro, US Leveraged Loans I
Reliance Standard Life Insurance Company	Lucali CLO, LTD.
Safety National Casualty Corporation	Invesco Master Loan Fund
TMD-DL Holdings, LLC	Milos CLO, Ltd.
TCP Direct Lending Fund VIII-U (Ireland)	Milton Hershey School Trust
TCP DLF VIII-L Funding, LP	HarbourView CLO VII-R, Ltd.
TCP Direct Lending Fund VIII-S, LLC	Recette CLO, Ltd.
TCP Direct Lending fund VIII-T, LLC	Riserva CLO Ltd.
Beluga IMC Inc.	Invesco Sakura US Senior Secured Fund
Alinea CLO, Ltd.	Invesco Senior Floating Rate
Annisa CLO, Ltd.	Invesco Senior Income Trust
Bardot CLO, LTD.	Invesco Senior Loan Fund
Betony CLO 2, Ltd.	Sentry Insurance Company (formerly Sentry Insurance a Mutual Company)
Invesco Floating Rate Income Fund	Invesco SSL Fund LLC
Carbone CLO, Ltd.	Invesco Teton Fund LLC
Invesco CLO 2021-I, LTD	Upland CLO, Ltd.
Invesco CLO 2021-2 LTD	Verde CLO, Ltd
Invesco CLO 2021-3, LTD	

Invesco Zodiac Funds - Invesco US Senior Loan ESG Fund	Octagon High Income Master Fund Ltd.
Invesco Zodiac Funds - Invesco European Senior Loan ESG Fund	Octagon Credit All Weather Income Fund, Ltd.
Invesco Zodiac Funds - Invesco European Senior Loan Fund	Octagon Credit Opportunities Master Fund LP (fka Octagon Multi-Strategy Corporate Credit Master Fund LP)
Invesco Zodiac Funds - Invesco US Senior Loan Fund	Octagon Senior Secured Credit Master Fund Ltd.
Delaware Ivy Asset Strategy Fund	Octagon Investment Partners 20-R, Ltd.
Delaware Ivy High Income Fund	Octagon Investment Partners XXII, Ltd.
Delaware Ivy High Income Opportunities Fund	Octagon Investment Partners 28, Ltd.
Delaware Ivy Multi-Asset Income Fund	Octagon Investment Partners 31, Ltd.
Delaware Ivy Strategic Income Fund	Octagon Investment Partners 36, Ltd.
Delaware Ivy VIP High Income	Octagon Investment Partners 39, Ltd.
Octagon Investment Partners XIV, Ltd.	Octagon Investment Partners 41, Ltd.
Octagon Investment Partners 29 Ltd.	Octagon Investment Partners 42, Ltd.
Octagon Investment Partners 33, Ltd.	Bandera Strategic Credit Partners II, LP
Octagon Investment Partners 37, Ltd.	Octagon Investment Partners XV, Ltd.
Octagon Investment Partners 40, Ltd.	Octagon Investment Partners XVII, Ltd.
Octagon Investment Partners 44, Ltd.	Octagon Investment Partners 18-R, Ltd.
Octagon Investment Partners 45, Ltd.	Octagon Investment Partners XXI, LTD.
Octagon Investment Partners 46, Ltd.	Octagon Investment Partners 32, Ltd.
Octagon Investment Partners 50, Ltd.	Octagon Investment Partners 35, Ltd.
Octagon 53, Ltd.	Octagon Investment Partners 38, Ltd.
Octagon 54, Ltd.	Octagon Investment Partners 43, Ltd.
Octagon 58, Ltd.	Octagon Investment Partners 48, Ltd.
	Octagon 51, Ltd.

Octagon 57, Ltd.	Dryden 37 Senior Loan Fund
Octagon Investment Partners XVI, Ltd.	Dryden 38 Senior Loan Fund
Octagon Loan Funding, Ltd.	Dryden 40 Senior Loan Fund
Octagon Investment Partners 26, Ltd.	Dryden 41 Senior Loan Fund
Octagon Investment Partners 27, Ltd.	Dryden 42 Senior Loan Fund
Octagon Investment Partners 30, Ltd.	Dryden 43 Senior Loan Fund
Octagon Investment Partners 34, Ltd.	Dryden 45 Senior Loan Fund
Octagon 52, Ltd.	Dryden 47 Senior Loan Fund
Octagon 56, Ltd.	Dryden 49 Senior Loan Fund
Octagon 59, Ltd.	Dryden 50 Senior Loan Fund
Snowy Range Fund, L.L.C.	Dryden 53 Senior Loan Fund
XAI Octagon Floating Rate & Alternative Income Term Trust	Dryden 54 Senior Loan Fund
Star Insurance Company	Dryden 55 Senior Loan Fund
Kolumban Alternative Investments - Loans	Dryden 57 CLO, Ltd
Baloise Senior Secured Loan Fund III	Dryden 58 CLO, Ltd
SCORLUX SICAV-SIF-SCOR GLOBAL LOANS	Dryden 60 CLO, Ltd
CSAA Insurance Exchange	Dryden 61 CLO, Ltd
Aon Collective Investment Trust	Dryden 64 CLO, Ltd
AIA VCC	Dryden 65 CLO, Ltd
Dryden XXVI Senior Loan Fund	Dryden 68 CLO, Ltd
Dryden XXVIII Senior Loan Fund	Dryden 70 CLO, Ltd
Dryden 30 Senior Loan Fund	Dryden 72 CLO, Ltd
Dryden 36 Senior Loan Fund	Dryden 75 CLO, Ltd
	Dryden 76 CLO, Ltd
	Dryden 77 CLO, Ltd

Dryden 78 CLO, Ltd	Prudential Investment Portfolios, Inc. 14 -PGIM Floating Rate Income Fund
Dryden 80 CLO, Ltd	
Dryden 83 CLO, Ltd	Prudential Investment Portfolios, Inc. 15 - PGIM Short Duration High Yield Income Fund
Dryden 85 CLO, Ltd	
Dryden 86 CLO, Ltd	PGIM ETF Trust - PGIM Floating Rate Income ETF
Dryden 87 CLO, Ltd	
Dryden 90 CLO, Ltd	Prudential Bank Loan Fund of the Prudential Trust Company Collective Trust
Dryden 92 CLO, Ltd	
Dryden 93 CLO, Ltd	Prudential Strategic Credit Fund of the Prudential Trust Company Collective Trust
Dryden 94 CLO, Ltd	
Dryden 95 CLO, Ltd	Credit Opportunities Fund
Dryden 97 CLO, Ltd	
Dryden 98 CLO, Ltd	Kapitalforeningen Laegernes Invest, KLI Obligationer Europa Senior Loans
Dryden 102 CLO, Ltd	Newark BSL CLO 1, Ltd.
Dryden 104 CLO, Ltd	Newark BSL CLO 2, Ltd.
Dryden 105 CLO, Ltd	
Dryden 106 CLO, Ltd	Pramerica Loan Opportunities Limited
Dryden 109 CLO, Ltd	Rennaisance Investment Holdings Ltd
Prudential Investment Portfolios, Inc. 15 - PGIM High Yield Fund	Leveraged Loan (JPY hedged) Fund
PGIM Global High Yield Fund, Inc.	Minnesota State Board of Investment
PGIM High Yield Bond Fund, Inc.	Stitching Pensioenfonds PG/b
PGIM Short Duration High Yield Opportunities Fund	Memorial Health System
Prudential Investment Portfolios, Inc. 15 -PGIM ESG HIGH YIELD FUND	Sound Point CLO II, Ltd.
	Sound Point CLO III-R, Ltd.
	Sound Point CLO IV-R, Ltd.
	Sound Point CLO IX, Ltd.
	Sound Point CLO V-R, Ltd.

Sound Point CLO VI-R, Ltd.

Sound Point CLO VII-R, Ltd.

Sound Point CLO VIII-R, Ltd.

Sound Point CLO XII, Ltd.

Sound Point CLO XIV, Ltd.

Sound Point CLO XIX, Ltd.

Sound Point CLO XV, Ltd.

Sound Point CLO XVI, Ltd.

Sound Point CLO XVII, Ltd.

Sound Point CLO XVIII, Ltd.

Sound Point CLO XX, Ltd.

Sound Point CLO XXI, Ltd.

Sound Point CLO XXII, Ltd.

Sound Point CLO XXIII, Ltd.

Sound Point CLO XXIV, Ltd.

Sound Point CLO XXIX, Ltd.

Sound Point CLO XXV, Ltd.

Sound Point CLO XXVI, Ltd.

Sound Point CLO XXVII, Ltd.

Sound Point CLO XXVIII, Ltd.

Sound Point CLO XXX, Ltd.

Sound Point CLO XXXI, Ltd.

Sound Point CLO XXXII, Ltd.

Sound Point CLO XXXIII, Ltd.

Sound Point Credit Opportunities Master
Fund, L.P.

Sound Point Tactical Loan Opportunity
Master Fund I Designated Activity
Company

Sound Point Senior Floating Rate Master
Fund, L.P.

American Beacon Sound Point Floating
Rate Income Fund, a series of American
Beacon Funds

